

GODFREY & KAHN, S.C.
One East Main Street, Suite 500
P.O. Box 2719
Madison, Wisconsin 53701-2719
Telephone: (608) 257-3911
Facsimile: (608) 257-0609

Katherine Stadler

Attorneys for the Fee Committee

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----	X	
In re	:	Chapter 11
	:	
LEHMAN BROTHERS HOLDINGS, INC. <i>et al.</i> ,	:	Case No. 08-13555 (JMP)
	:	
Debtors.	:	(Jointly Administered)
-----	X	

**STIPULATION BETWEEN PACHULSKI STANG ZIEHL & JONES LLP AND THE
FEE COMMITTEE REGARDING THE EIGHTH INTERIM PERIOD APPLICATION
OF PACHULSKI STANG ZIEHL & JONES LLP, SPECIAL COUNSEL TO THE
DEBTORS, FOR COMPENSATION AND EXPENSES
FOR THE PERIOD FROM FEBRUARY 1, 2011 THROUGH MAY 31, 2011**

**TO: THE HONORABLE JAMES M. PECK
U.S. BANKRUPTCY JUDGE**

WHEREAS, on August 15, 2011, Pachulski Stang Ziehl & Jones LLP (“PSZJ”) filed the
*Seventh Interim Application of Pachulski Stang Ziehl & Jones LLP for Compensation for
Services Rendered and Reimbursement of Expenses as Special Counsel to the Debtors for the
Period from February 1, 2011 Through May 31, 2011* (the “Seventh Fee Application”) [Docket
No. 19276], seeking fees in the amount of \$625,068.78 for professional services rendered and

\$18,905.03 in reimbursement of out-of-pocket expenses, as allocated to the Debtors pursuant to the firm's agreements with the Debtors;

WHEREAS, the Fee Committee has completed its review of the Seventh Fee Application;

WHEREAS, PSZJ regularly has received from the Debtors 80 percent of the amounts invoiced to the Debtors for professional services rendered and 100 percent of the amounts invoiced for expenses;

WHEREAS, pursuant to the *Order Appointing Fee Committee and Approving Fee Protocol* [Docket No. 3651], and consistent with the procedures set forth in the *Amended Fee Protocol* attached as Exhibit A to the *Order Amending the Fee Protocol* [Docket No. 15998], counsel for the Fee Committee in Lehman Brothers Holdings, Inc. (the "Fee Committee") has reviewed the Seventh Fee Application, issued a Confidential Letter Report on November 22, 2011, and entered into a dialogue with PSZJ regarding this application; and

WHEREAS, as a result of this dialogue, PSZJ has agreed to accept the Fee Committee's recommended disallowance of the fees sought in the amount of \$11,522.40 for professional services rendered and \$972.58 in expenses for the Seventh Fee Application—as allocated to the Debtors—to resolve the Fee Committee's inquiries on all outstanding issues except charges directly attributable to rate increases for the Seventh Fee Application in the amount of at least \$57,461.95, which remain the subject of continuing negotiations.

STIPULATION

NOW, THEREFORE, the Fee Committee and PSZJ hereby stipulate and agree that the Court may enter an order (to be submitted subsequently) approving PSZJ's request for interim compensation and reimbursement of expenses in the reduced amount of \$556,084.43 in fees and \$17,932.45 in expenses for the Seventh Fee Application. The Fee Committee's and PSZJ's

rights with respect to charges in the Seventh Fee Application directly attributable to rate
increases are hereby reserved.

Dated: Madison, Wisconsin
March 23, 2012.

GODFREY & KAHN, S.C.

By: /s/ Katherine Stadler
Katherine Stadler
GODFREY & KAHN, S.C.
One East Main Street, Suite 500
Madison, WI 53703
Telephone: (608) 257-3911
Facsimile: (608) 257-0609
E-mail: kstadler@gklaw.com

Attorneys for the Fee Committee

Dated: New York, New York
March 21, 2012.

PACHULSKI STANG ZIEHL & JONES LLP

By: /s/ Maria Bove
Maria Bove
PACHULSKI STANG ZIEHL & JONES LLP
780 Third Avenue, 36th Floor
New York, NY 10017-2024
Telephone: (212) 561-7700
Facsimile: (212) 561-7777
Email: mbove@pszjlaw.com

7659263_1